

17545
RECORDATION NO. FILED 1425

SEP 30 1991 -1 - PM

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
JAMES C. MARTIN, JR.*

*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN MARYLAND

LAW OFFICES
INTERSTATE COMMERCE COMMISSION
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SEP 30 1991 -1 - PM

INTERSTATE COMMERCE COMMISSION

September 30, 1991 1-273A080

860

New Number

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

17545B
RECORDATION NO. FILED 1425

SEP 30 1991 -1 - PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) fully executed and acknowledged original copies each of four (4) Memorandum of Master Lease Agreement dated as of March 14, 1991, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177, which relate to 1) Schedule No. 1 dated May 7, 1991, 2) Schedule No. 2 dated May 8, 1991, 3) Schedule No. 3 dated April 10, 1991 and 4) Schedule No. 4 dated September 11, 1991.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Southern Pacific Transportation Company
St. Louis Southwestern Railway Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

A description of the railroad equipment covered by the enclosed documents is set forth in Equipment Schedules thereto.

Also enclosed is a check in the amount of \$60.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two (2) stamped copies each of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

CT, Kappler

Charles T. Kappler


SEP 30 12 59 PM '91
MOTOR CARRIER UNIT
A
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C

Mr. Sidney L. Strickland, Jr.
September 30, 1991
Page Two

A short summary of the enclosed primary document to appear in the Commission's Index is:

Four (4) Memorandum of Master Lease Agreement dated as of March 14, 1991 between Greenbrier Railcar, Inc., Lessor, and Southern Pacific Transportation Company and St. Louis Southwestern Railway Company, Lessee, relating to 1) Schedule No. 1 dated May 7, 1991, 2) Schedule No. 2 dated May 8, 1991, 3) Schedule No. 3 dated April 10, 1991 and 4) Schedule No. 4 dated September 11, 1991 covering a total of 739 railcars.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

17545
REGISTRATION NO. FILED 1023

SEP 30 1991 -1 05 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF MASTER LEASE AGREEMENT

AMONG

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

SOUTHERN PACIFIC TRANSPORTATION COMPANY

AND

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

(TOGETHER "LESSEE")

MARCH 14, 1991

SCHEDULE NO. 1 DATED MAY 7, 1991

PROJECT 10B-1 & 10B-2

Memorandum of a Master Lease Agreement made and entered into as of March 14, 1991 and Schedule No. 1 dated May 7, 1991 to said Master Lease Agreement, by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and Southern Pacific Transportation Company, a Delaware corporation, and St. Louis Southwestern Railway Company, a Missouri corporation, (hereafter referred to together as "Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor two hundred (200) 4,750 cubic foot covered hopper cars marked and numbered as indicated on Exhibit C attached hereto.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER RAILCAR, INC.

By: Norris M. Webb, V.P.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: L.C. VARBERRY
Vice President - Finance

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

By: L.C. VARBERRY
Vice President - Finance

STATE OF OREGON

)

) ss.

COUNTY OF CLACKAMAS

)

On this 26th day of September, 1991, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of GREENBRIER RAILCAR, INC. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Nelson
NOTARY PUBLIC

My commission expires: 5/28/94



STATE OF CALIFORNIA

)

) ss.

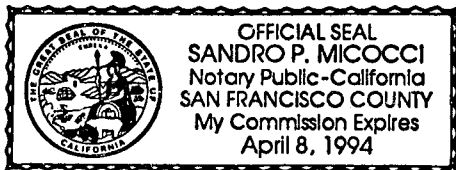
COUNTY OF SAN FRANCISCO

)

On this 18th day of SEPTEMBER, 1991, before me personally appeared L. C. YAPGERAY, to me personally known, who being by me duly sworn, says that he is the Y.P. - FINANCE of SOUTHERN PACIFIC TRANSPORTATION COMPANY that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Sandro P. Micocci
NOTARY PUBLIC

My commission expires:



STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO

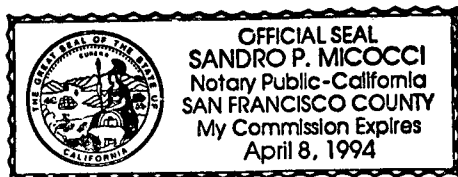
)
) ss.
)

On this 18th day of SEPTEMBER, 1991, before me personally appeared L.C. VARRERAY, to me personally known, who being by me duly sworn, says that he is the V.P. - FINANCE of ST. LOUIS SOUTHWESTERN RAILWAY Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



NOTARY PUBLIC

My commission expires:



EQUIPMENT SCHEDULE

OLD CAR#	NEW CAR #	OLD CAR#	NEW CAR #
SP 496051	CRLE 512020	SSW 077380	CRLE 524031
SP 496326	CRLE 512022	SSW 077375	CRLE 524032
SP 496443	CRLE 512023	SSW 077262	CRLE 524033
SP 496344	CRLE 512024	SSW 077285	CRLE 524035
SSW 070697	CRLE 512026	SSW 077391	CRLE 524036
SP 496373	CRLE 512027	SSW 077566	CRLE 524037
SSW 070676	CRLE 512028	SSW 077246	CRLE 524038
SSW 070695	CRLE 512029	SSW 077272	CRLE 524039
SSW 079398	CRLE 512030	SSW 077304	CRLE 524040
SP 496393	CRLE 512031	SSW 077438	CRLE 524042
SSW 071660	CRLE 518017	SSW 077538	CRLE 524044
SP 496209	CRLE 518019	SSW 077455	CRLE 524045
SP 496207	CRLE 518022	SSW 079958	CRLE 525008
SSW 070733	CRLE 518023	SSW 076280	CRLE 525009
SSW 070716	CRLE 518024	SSW 079956	CRLE 525011
SSW 070726	CRLE 518027	SSW 079679	CRLE 525012
SP 496259	CRLE 518032	SSW 076244	CRLE 525013
SSW 071535	CRLE 518033	SSW 079960	CRLE 525014
SSW 070781	CRLE 518034	SSW 073934	CRLE 527004
SSW 071587	CRLE 518035	SSW 073863	CRLE 527005
SP 496236	CRLE 518036	SSW 073652	CRLE 527006
SSW 077717	CRLE 520002	SSW 073548	CRLE 527007
SSW 077741	CRLE 520003	SSW 073859	CRLE 527008
SSW 077778	CRLE 520005	SSW 073659	CRLE 527009
SSW 077840	CRLE 520012	SSW 073851	CRLE 527010
SSW 077716	CRLE 520013	SSW 073563	CRLE 527011
SSW 077779	CRLE 520014	SSW 073744	CRLE 527012
SSW 077811	CRLE 520015	SSW 073550	CRLE 527013
SSW 077790	CRLE 520016	SSW 073688	CRLE 527014
SSW 077949	CRLE 521002	SSW 073629	CRLE 527015
SSW 077945	CRLE 521005	SSW 073684	CRLE 527016
SSW 077964	CRLE 521006	SSW 073555	CRLE 527017
SSW 077900	CRLE 521007	SSW 073584	CRLE 527018
SSW 077953	CRLE 521008	SSW 073528	CRLE 527019
SSW 077922	CRLE 521009	SSW 073850	CRLE 527020
SSW 077206	CRLE 524006	SSW 073754	CRLE 527021
SSW 077382	CRLE 524007	SSW 073769	CRLE 527023
SSW 077395	CRLE 524011	SSW 073621	CRLE 527024
SSW 077386	CRLE 524012	SSW 073834	CRLE 527026
SSW 077616	CRLE 524013	SSW 073812	CRLE 527027
SSW 077310	CRLE 524014	SSW 074403	CRLE 528006
SSW 077649	CRLE 524015	SSW 074263	CRLE 528007
SSW 077367	CRLE 524016	SSW 074141	CRLE 528008
SSW 077524	CRLE 524017	SSW 074264	CRLE 528009
SSW 077336	CRLE 524018	SSW 074173	CRLE 528010
SSW 077459	CRLE 524019	SSW 074240	CRLE 528012
SSW 077324	CRLE 524020	SSW 074313	CRLE 528013
SSW 077320	CRLE 524021	SSW 074459	CRLE 528014
SSW 077309	CRLE 524022	SSW 074384	CRLE 528015
SSW 077401	CRLE 524025	SSW 074193	CRLE 528016
SSW 077508	CRLE 524026	SSW 074194	CRLE 528017
SSW 077563	CRLE 524027	SSW 074410	CRLE 528019
SSW 077211	CRLE 524028	SSW 074123	CRLE 528020
SSW 077606	CRLE 524029	SSW 074247	CRLE 528021
SSW 077264	CRLE 524030	SSW 074480	CRLE 528022

EQUIPMENT SCHEDULE

OLD CAR#	NEW CAR #	OLD CAR#	NEW CAR #
SSW 074708	CRLE 530008	SSW 070041	CRLE 538004
SSW 074641	CRLE 530038	SSW 070121	CRLE 538006
SSW 074981	CRLE 530053	SSW 070131	CRLE 538007
SSW 074821	CRLE 530054	SSW 070146	CRLE 538008
SSW 074823	CRLE 530055	SSW 070166	CRLE 538009
SSW 074715	CRLE 530056	SSW 070185	CRLE 538010
SSW 074659	CRLE 530057	SSW 070192	CRLE 538011
SSW 074668	CRLE 530059	SSW 070196	CRLE 538012
SSW 074729	CRLE 530060	SSW 070220	CRLE 538013
SSW 074946	CRLE 530061	SSW 070221	CRLE 538014
SSW 074906	CRLE 530062	SSW 070264	CRLE 538015
SSW 074683	CRLE 530063	SSW 070285	CRLE 538016
SSW 074746	CRLE 530064	SSW 070290	CRLE 538017
SSW 074690	CRLE 530065	SSW 070330	CRLE 538018
SSW 074536	CRLE 530066	SSW 070336	CRLE 538019
SSW 074699	CRLE 530067	SSW 070262	CRLE 538020
SSW 074754	CRLE 530068	SSW 070402	CRLE 538021
SSW 074707	CRLE 530069	SSW 070432	CRLE 538022
SSW 074658	CRLE 530070	SSW 070482	CRLE 538023
SSW 074982	CRLE 530071	SSW 070490	CRLE 538024
SSW 074759	CRLE 530072	SSW 070238	CRLE 538025
SSW 074806	CRLE 530073	SP 496457	CRLE 539000
SSW 074870	CRLE 530074	SP 496503	CRLE 539002
SSW 074930	CRLE 530075	SP 496507	CRLE 539003
SSW 074918	CRLE 530076	SP 496522	CRLE 539004
SSW 074892	CRLE 530077	SP 496528	CRLE 539005
SSW 074571	CRLE 530078	SP 496561	CRLE 539006
SSW 074810	CRLE 530079	SP 496567	CRLE 539007
SSW 074768	CRLE 530080	SP 496622	CRLE 539008
SSW 074851	CRLE 530082	SP 496627	CRLE 539009
SSW 074828	CRLE 530083	SP 496650	CRLE 539010
SSW 074862	CRLE 530085	SP 496682	CRLE 539011
SSW 074872	CRLE 530086	SP 496687	CRLE 539012
SSW 074951	CRLE 530087	SP 496608	CRLE 539013
SSW 074603	CRLE 530088	SP 496636	CRLE 539014
SSW 074584	CRLE 530089		
SSW 074596	CRLE 530090		
SSW 074620	CRLE 530093		
SSW 074691	CRLE 530094		
SSW 078611	CRLE 533004		
SSW 078621	CRLE 533008		
SSW 078622	CRLE 533009		
SSW 078663	CRLE 533010		
SSW 078676	CRLE 533011		
SSW 078680	CRLE 533012		
SSW 078687	CRLE 533013		
SSW 078761	CRLE 533014		
SSW 078818	CRLE 533016		
SSW 078872	CRLE 533018		
SSW 078896	CRLE 533019		
SSW 078921	CRLE 533020		
SSW 078960	CRLE 533021		
SSW 078975	CRLE 533022		
SSW 078810	CRLE 533024		
SSW 070006	CRLE 538003		

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